

L03000012142

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(Business Entity Name)

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TALLAHASSEE, FL 32301  
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CONTACT: CINDY

DATE: 3-7-03

REF. #: 0171.14241

CORP. NAME: WMC DIPLOMAT 3, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

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AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WMC DIPLOMAT 3, LLC A FLORIDA ENTITY, L03000012210

WMC PROMENADE 3, LLC A FLORIDA ENTITY, L03000012152

WMC KAPLAN 3, LLC A FLORIDA ENTITY, L03000012162

,

INTO

**WMC AMBASSADOR 3, LLC which changed its name to OEP PROPERTIES  
3, LLC, a Florida entity, L03000012142**

File date: April 7, 2003

Corporate Specialist: Joey Bryan

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WMC Ambassador 3, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012142	limited liability company

WMC Diplomat 3, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012210	limited liability company
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WMC Promenade 3, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012152	limited liability company
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WMC Kaplan 3, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012162	limited liability company
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**SECOND:** The exact name, street address of the principal office, jurisdiction and entity of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WMC Ambassador 3, LLC* 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida	limited liability company

\*Pursuant to the attached Plan of Merger, the surviving party will change its name to OEP Properties 3, LLC.

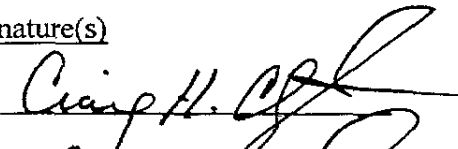
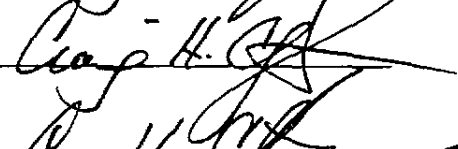
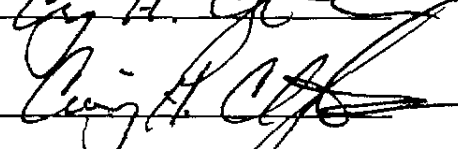

**THIRD:** The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by the merging party in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

**SEVENTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
WMC Ambassador 3, LLC	By: 	Craig H. Clayton Sole Member
WMC Diplomat 3, LLC	By: 	Craig H. Clayton Sole Member
WMC Promenade 3, LLC	By: 	Craig H. Clayton Sole Member
WMC Kaplan 3, LLC	By: 	Craig H. Clayton Sole Member

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## AGREEMENT AND PLAN OF MERGER

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TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is entered into this 2<sup>nd</sup> day of April, 2003, by and among WMC Ambassador 3, LLC, a Florida limited liability company, WMC Diplomat 3, LLC, a Florida limited liability company, WMC Promenade 3, LLC, a Florida limited liability company, and WMC Kaplan 3, LLC, a Florida limited liability company.

### RECITALS

A. The respective sole members of WMC Ambassador 3, LLC, WMC Diplomat 3, LLC, WMC Promenade 3, LLC, and WMC Kaplan 3, LLC have resolved that WMC Diplomat 3, LLC, WMC Promenade 3, LLC, and WMC Kaplan 3, LLC (the "**Merging Companies**") be merged pursuant to the Florida Limited Liability Company Act with and into WMC Ambassador 3, LLC, which company will be the "**Surviving Company**." The execution and delivery of this agreement and the performance of each respective companies' obligations hereunder have been duly authorized by all necessary company action and no other proceedings on the part of the company are necessary to authorize the execution of this agreement and the transactions contemplated hereby.

B. The respective sole members of WMC Ambassador 3, LLC, WMC Diplomat 3, LLC, WMC Promenade 3, LLC, and WMC Kaplan 3, LLC have approved the merger described herein, upon the terms and conditions hereinafter set forth, and have approved this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual premises, the parties hereby agree in accordance with the Florida Limited Liability Company Act that WMC Diplomat 3, LLC, WMC Promenade 3, LLC, and WMC Kaplan 3, LLC shall be, at the Effective Date (as hereinafter defined), merged (hereafter, the "**Merger**") with and into WMC Ambassador 3, LLC, in accordance with the following agreements, terms and conditions:

1. Recitals. The recitals set forth in Paragraphs A and B above are true and correct and are hereby incorporated herein by reference.

2. Effects of Merger.

2.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Companies shall cease, and the Merging Companies shall be merged with and into the Surviving Company, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Companies; and all and singular, the rights, privileges, powers and franchises of the Merging Companies, and all property, real, personal and mixed, and all debts due to the Merging Companies, on whatever

account, as well for all other things in action or belonging to the Merging Companies, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the Merging Companies, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Companies, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Companies, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Companies, shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. At any time, or from time to time, after the Effective Date, the last acting officers or members of the Merging Companies, or the corresponding officers or members of the Surviving Company, may, in the name of the Merging Companies, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Companies' property, rights, privileges, powers, franchises, and immunities of the Merging Companies, and otherwise to carry out the purposes of this Plan of Merger.

3. Name of Surviving Company; Articles of Organization.

3.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be OEP Properties 3, LLC. The name and address of the sole member and managing member of the surviving entity are: Craig H. Clayton, 1065 Maitland Center Commons Blvd., Maitland, Florida 32751.

3.2 Articles of Organization. The Articles of Organization of WMC Ambassador 3, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law, except that Article I of the Articles of Organization of WMC Ambassador 3, LLC shall be amended in its entirety to read as follows:

"ARTICLE I - NAME OF COMPANY

The name of the limited liability company is OEP Properties 3, LLC."

3.3 By virtue of mutual identity of the members of the Merging Companies and the Surviving Company, no additional membership interests will be issued to the respective sole members of the Merging Companies

4. Miscellaneous.

4.1 Effective Date. The "Effective Date" of the Merger shall be as of the date of the filing of the Articles of Merger with the Florida Secretary of State.

This Plan of Merger has been executed by the parties hereto on the date first above written.

WMC AMBASSADOR 3, LLC

By: Craig H. Clayton  
Craig H. Clayton, Sole Member

WMC DIPLOMAT 3, LLC

By: Craig H. Clayton  
Craig H. Clayton, Sole Member

WMC PROMENADE 3, LLC

By: Craig H. Clayton  
Craig H. Clayton, Sole Member

WMC KAPLAN 3, LLC

By: Craig H. Clayton  
Craig H. Clayton, Sole Member

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